

**BEFORE THE
TENNESSEE PUBLIC UTILITY COMMISSION
NASHVILLE, TENNESSEE**

Application of

EXTENET ASSET ENTITY, LLC

for a Certificate of Public Convenience and
Necessity to Provide Competing
Local Exchange and Interexchange
Telecommunications Services in the
State of Tennessee

Docket No. _____

**APPLICATION FOR A CERTIFICATE TO PROVIDE
COMPETING LOCAL EXCHANGE AND
INTEREXCHANGE TELECOMMUNICATIONS SERVICES
AND REQUEST FOR MARKET REGULATION**

ExteNet Asset Entity, LLC ("EAE" or "Applicant"), by its undersigned counsel and
pursuant to T.C.A. § 65-4-201, Tennessee Public Utility Commission ("TPUC") Rule 122-4-8 and

Section 253 of the Federal Telecommunications Act of 1996 ("Act"), respectfully requests that the TPUC grant EAE authority to provide competing local exchange and interexchange telecommunications service throughout the State of Tennessee. Applicant is willing and able to comply with all applicable rules and regulations in Tennessee pertaining to the provision of competing local exchange and interexchange telecommunications services. In addition, pursuant to T.C.A. § 65-5-109, EAE requests market regulation for all of its telecommunications services.

The State of Tennessee has adopted a policy of allowing competition in the local and long distance telecommunications markets, recognizing that it is in the public interest to develop effective competition to ensure that all consumers will have access to high quality, low cost, and innovative telecommunications services. The federal Telecommunications Act of 1996 also seeks

to promote competition and reduce regulation in order to secure lower prices and higher quality telecommunications services for American consumers. Both goals will be promoted by granting this Application.

This Application is being filed to implement a plan that will expand the ExteNet family of authorized operating companies to better align their businesses with current and future customer focus and growth and to obtain additional debt financing. As a result of certain internal changes, EAE's indirect parent company, ExteNet Systems, Inc. ("ESI"), will assign to EAE, and EAE will thereafter, operate certain network infrastructure and related assets, including ESI's customer accounts and contracts, antennas, fiber and other telecommunications equipment, with which EAE will serve the wireless service provider ("WSPs") customers which are parties to the assigned contracts ("*Pro Forma* Assignment"). Following the *Pro Forma* Assignment, EAE will primarily provide service and networks targeted to WSPs. ESI will continue to operate under its existing certificate and will focus on continuing to develop, sell, and construct new distributed networks and providing "lit" services to commercial users and new services.

The Applicant submits the following information in support of its request.

1. Description of Applicant.

A applicant's legal name is ExteNet Asset Entity, LLC. EAE is a Delaware Limited Liability

Questions concerning this application should be directed to:

Charles B. Welch, Jr.
Farris Bobango PLC dba
Farris Mathews Bobango, PLC
414 Union Street, Suite 1105
Nashville, TN, 37219
Telephone: 615-726-1200
Fax: 615-726-1776
cwelch@farris-law.com

with a copy to:

Catherine Wang
Denise S. Wood
Morgan Lewis & Bockius LLP
1111 Pennsylvania Ave., N.W.
Washington, DC 20004
202-739-3000 (tel)
202-739-3001 (fax)
catherine.wang@morganlewis.com
denise.wood@morganlewis.com

and:

H. Anthony Lehv
Secretary and General Counsel
ExteNet Asset Entity, LLC
3030 Warrenville Road, Suite 340
Lisle, IL 60532
630-245-1905 (tel)
alehv@extenetsystems.com

Following certification, questions about the Applicant should be directed to:

Brian Kirk
Deputy General Counsel
ExteNet Asset Entity, LLC
3030 Warrenville Rd., Suite 340
Lisle, IL 60532
Tel: (630) 505-3811
compliance@util.extenetsystems.com

2. Organizational chart of corporate structure: Including any pertinent acquisition or merger information

See **Exhibit A.**

3. Corporate Information.

EAE was incorporated as a Delaware limited liability company on August 24, 2018. Copies of its formation documents are attached hereto as **Exhibit B**. A copy of EAE's Application for a Certificate of Authority to Transact Business as a foreign corporation in Tennessee is attached hereto as **Exhibit C**.

4. Applicant's officers and directors

EAE's officers and directors are:

James Hyde – President
Daniel L. Timm – Vice President
H. Anthony Lehv – Secretary and General Counsel
Douglas Newkirk – Assistant Secretary
Lindsay Pieropoulos – Assistant Secretary

All officers and directors may be reached at Applicant's principal place of business provided above. There are no principal officers in Tennessee. Biographies of Applicant's key management personnel are provided in **Exhibit D**.

5. EAE possesses the managerial, technical, and financial ability to provide local telecommunications service in the State of Tennessee.

A. Financial qualifications and surety bond

Financial information demonstrating EAE's financial qualifications is provided *under seal* as **Exhibit E**. Given that Applicant is a newly created entity, for purposes of this Application, Applicant will rely on the financial statements of its parent, ESI, to demonstrate Applicant's financial qualification to operate within Tennessee. As shown in the attached information, EAE is financially qualified to operate within the State of Tennessee.

T.C.A. § 65-4-125(j) requires the filing of a surety bond in the amount of twenty thousand dollars (\$20,000) to secure the payment of any monetary sanction imposed in any proceeding brought under this title or the Consumer Telemarketing Protection Act of 1990, except for "any

telecommunications service provider that owns and operates equipment facilities in Tennessee with a value of more than five million dollars (\$5,000,000).” Before its commencement of operations following the *Pro Forma* Assignment, Applicant will own networks which currently have a value in excess of five million dollars (\$5,000,000). Accordingly, the transfer of assets will occur before or contemporaneously with the initiation of operations and the provisioning of services. Therefore, Applicant respectfully requests the Commission waive the filing of a bond in accordance with the provisions of T.C.A. § 65-4-125(j).

B. Technical and managerial qualifications

Applicant also is technically and managerially qualified to provide competitive local exchange and competitive intrastate telecommunications services in Delaware. EAE has access to a great depth of experience in the telecommunications industry through its parent company, ESI, which will provide extensive telecommunications business, technical, and managerial expertise to EAE. Descriptions of the qualifications and backgrounds for ESI’s key personnel are provided in **Exhibit D.**

C. Proposed service area

EAE seeks authority to provide competing local exchange and interexchange non-voice telecommunications services throughout the State of Tennessee to and from all points that are currently or become open to competition. At this time, EAE does not seek to terminate any small or rural exemptions existing under Section 251(f)(1) of the Federal Telecommunications Act of 1996; however, EAE seeks statewide authority so that it may expand its service areas as those areas become open to competition.

Applicant will continuously monitor and maintain a high level of control over its network on a 24-hours-a-day, 7-days-a-week basis.

D. Types of telecommunications services to be provided

Applicant seeks statewide authority to provide competing local exchange telecommunications services in Tennessee. To the extent applicable to non-voice telecommunications services, or to the extent that Applicant begins to provide voice telecommunications services, Applicant will provide those services required by TPUC Rule 1220-4-8-.04(3)(b). To the extent it provides voice services in the future, Applicant will provide emergency 911 services to its customers consistent with the applicable statutes and rules of the TPUC and the Federal Communications Commission and directory and operator assistance services to its customers consistent with the applicable statutes and rules of the TPUC and the Federal Communications Commission by contracting with a third-party entity. Applicant will not operate as an alternative operator service (“AOS”) provider. To the extent it provides voice services in the future, Applicant will provide consumer access to and support for the Tennessee Relay Center in the same manner as incumbent local exchange companies, free blocking for 900 and 976 numbers, lifeline and linkup services to qualifying citizens, and educational discounts in existence as of June 6, 1995.

E. Repair and maintenance

EAE understands the importance of effective customer service. EAE’s customer service department can be contacted for repair and maintenance information 24 hours per day, seven days per week by calling toll-free at (866) 892-5327, or by e-mailing noc@extenetsystems.com. Customers may also use written communication for repair and maintenance by writing to:

Network Operations Center
ExteNet Systems, Inc.
3030 Warrenville Road
Lisle, IL 60532

The Commission may also contact the persons provided in Question 1 for EAE's ongoing operations in Tennessee.

6. Small and minority-owned telecommunications business participation plan (T.C.A. § 65-5-112)

Please see **Exhibit G.**

7. Toll dialing parity plan

Not applicable, as Applicant does not intend to provide voice services at this time.

8. Notice of application

Applicant has served notice of this Application on the eighteen (18) incumbent local exchange telephone companies in Tennessee and on the Consumer Advocate and Protection Division of the Office of the Tennessee Attorney General with a statement regarding the Applicant's intention to operate geographically. Please see **Exhibit H** for the Notice of Application.

9. Numbering issues

Please see the statement provided in **Exhibit I.**

10. Tennessee specific operational issues

Please see the statements provided in **Exhibit J.**

11. Miscellaneous

A. Sworn pre-filed testimony

Please see the sworn pre-filed testimony of H. Anthony Lehv, Secretary and General Counsel of EAE, provided as **Exhibit F.**

B. Sample tariffs

As Applicant is requesting market regulation, Applicant will not maintain tariffs on file with the TPUC. Instead, customers will have individual service contracts for their services.

C. Applicant's certifications

EAE is well qualified to provide telecommunications services in Tennessee. EAE currently holds authority or is registered to provide some form of telecommunications services in the following jurisdictions: District of Columbia and New York. EAE is in the process of filing applications for authority or registering to provide telecommunications services in Illinois, Pennsylvania, and Virginia, and is planning to seek certification in Alabama, Arizona, Colorado, Connecticut, Delaware, Florida, Georgia, Iowa, Indiana, Kansas, Louisiana, Massachusetts, Maryland, Michigan, Minnesota, Missouri, North Carolina, New Jersey, New Mexico, Nevada, Ohio, Oklahoma, Oregon, Rhode Island, Tennessee, Texas, Utah, Washington, and Wisconsin.

D. Involvement in prior mergers, acquisitions, etc.

Applicant has not been involved in any prior mergers or acquisitions.

E. Customer deposits

EAE does not require customer deposits.

F. Complaints filed with state and federal regulatory agencies

There have been no regulatory complaints filed against Applicant.

G. Service in areas with fewer than 100,000 total access lines

EAE seeks authority to provide local exchange services in all service territories that are open to competition. EAE exchanges are intended to mirror the exchange of the incumbent local exchange carrier in whose service territory EAE will provide service. EAE seeks authority to provide interexchange services statewide.

12. Name and address of resident agent.

EAE's registered agent in the State of Tennessee is:

Corporation Service Company
2908 Poston Avenue
Nashville, TN 37203

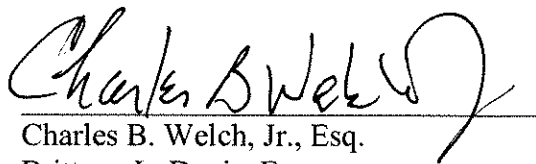
WHEREFORE, EAE respectfully request that the Commission grant a certificate of

public convenience and necessity to provide competing local and interexchange non-voice

telecommunications services within the State of Tennessee. Further, Applicant elects to operate under market regulation pursuant to T.C.A. § 65-5-109.

Respectfully submitted,

By:



Charles B. Welch, Jr., Esq.
Brittany L. Davis, Esq.
Farris Bobango PLC
414 Union Street, Suite 1105
Nashville, TN, 37219
Telephone: 615-726-1200
Fax: 615-726-1776
cwelch@farris-law.com

Counsel for Applicant

Dated: February 13, 2019

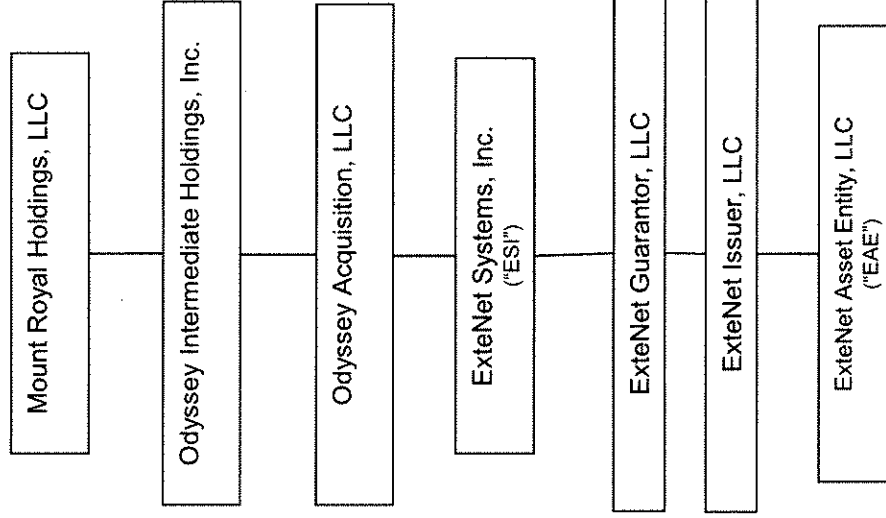
LIST OF EXHIBITS

Exhibit A	-	Organizational Chart
Exhibit B	-	Formation Documents
Exhibit C	-	Application for a Certificate of Authority to Transact Business
Exhibit D	-	Management Biographies
Exhibit E	-	Financial Information - CONFIDENTIAL, FILED UNDER SEAL
Exhibit F	-	Sworn Pre-filed Testimony
Exhibit G	-	Small and Minority-Owned Telecommunications Business Participation Plan
Exhibit H	-	Notice of Application and Certificate of Service
Exhibit I	-	Numbering Issues
Exhibit J	-	Tennessee Specific Operational Issues
Verification		

Exhibit A

Organizational Chart

Organization Chart*



All ownership percentages depicted are 100%.

* The entities listed herein include only those entities that (1) hold authorization to provide intrastate telecommunications services in this jurisdiction or (2) are in the chain of ownership of those entities. The chart excludes all other subsidiaries of ESI.

Exhibit B

Formation Documents

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY "EXTENET ASSET ENTITY, LLC" IS DULY
FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD
STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS
OFFICE SHOW, AS OF THE TWENTY-FIFTH DAY OF JANUARY, A.D. 2019.

AND I DO HERERY FURTHER CERTIFY THAT THE SAID "EXTENET ASSET

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Exhibit C

Application for a Certificate of Authority to Transact Business



Tre Hargett
Secretary of State

Division of Business Services
Department of State
State of Tennessee
312 Rosa L. Parks AVE, 6th FL
Nashville, TN 37243-1102

ExteNet Asset Entity, LLC
3030 WARRENVILLE RD
LISLE, IL 60532-1000

January 25, 2019

Filing Acknowledgment

Please review the filing information below and notify our office immediately of any discrepancies.

SOS Control # :	001007355	Formation Locale:	DELAWARE
Filing Type:	Limited Liability Company - Foreign	Date Formed:	08/24/2018
Filing Date:	01/25/2019 2:53 PM	Fiscal Year Close:	12
Status:	Active	Annual Report Due:	04/01/2020
Duration Term:	Perpetual	Image # :	B0617-5917
Managed By:	Member Managed		

Document Receipt

Receipt # : 004495754	Filing Fee:	\$300.00
Payment-Check/MO - CAPITAL FILING SERVICE INC, NASHVILLE, TN		\$300.00

Registered Agent Address:
CORPORATION SERVICE COMPANY
2908 POSTON AVE
NASHVILLE, TN 37203-1312

Principal Address:
3030 WARRENVILLE RD
LISLE, IL 60532-1000

Congratulations on the successful filing of your **Application for Certificate of Authority** for **ExteNet Asset Entity, LLC** in the State of Tennessee which is effective on the date shown above. Please visit the Tennessee Department of Revenue website (apps.tn.gov/bizreg) to determine your online tax registration requirements. If you need to obtain a Certificate of Existence for this entity, you can request, pay for, and receive it from our website.

You must file an Annual Report with this office on or before the Annual Report Due Date noted above and maintain a Registered Office and Registered Agent. Failure to do so will subject the business to Administrative Dissolution/Revocation.

Tre Hargett
Secretary of State

Processed By: Danielle Howell

**APPLICATION FOR CERTIFICATE OF AUTHORITY
LIMITED LIABILITY COMPANY** (ss-4233)

Page 1 of 2



Business Services Division
Tre Hargett, Secretary of State
State of Tennessee

For Office Use Only

RB617-5918 01/25/2019 2:53 PM Received by Tennessee Secretary of State Tre Hargett

APPLICATION FOR CERTIFICATE OF AUTHORITY LIMITED LIABILITY COMPANY (ss-4233)

Page 2 of 2



Business Services Division
Tre Hargett, Secretary of State
State of Tennessee

312 Rosa L. Parks AVE, 6th FL
Nashville, TN 37243-1102
(615) 741-2286

Filing Fee: \$50.00 per member
(minimum fee = \$300, maximum fee = \$3,000)

For Office Use Only

The name of the Limited Liability Company is: ExteNet Asset Entity, LLC

11. The complete mailing address of the entity (If different from the principal office) is:

Address: 3030 Warrenville Road, Suite 340

City: Lisle

State: IL

Zip Code: 60532

12. Non-Profit LLC (required only if the Additional Designation of "Non-Profit LLC" is entered in section 3.)

- ☐ I certify that this entity is a Non-Profit LLC whose sole member is a nonprofit corporation, foreign or domestic, incorporated under or subject to the provisions of the Tennessee Nonprofit Corporation Act and who is exempt from franchise and excise tax as not-for-profit as defined in T.C.A. §67-4-2004. The business is disregarded as an entity for federal income tax purposes.

13. Professional LLC (required only if the Additional Designation of "Professional LLC" is entered in section 3.)

- ☐ I certify that this PLLC has one or more qualified persons as members and no disqualified persons as members or holders.
☐ I certify that this entity meets the requirement of T.C.A. §48-249-1123(b)(3)

Licensed Profession: _____

14. Series LLC (required only if the Additional Designation of "Series LLC" is entered in section 3.)

- ☐ I certify that this entity meets the requirements of T.C.A. §48-249-309(i)

If the provisions of T.C.A. §48-249-309(i) (relating to foreign series LLCs) apply, then the information required by that section should be attached as part of this document.

15. Obligated Member Entity (list of obligated members and signatures must be attached)

- ☐ This entity will be registered as an Obligated Member Entity (OME) Effective Date: _____
Month Day Year

☐ I understand that by statute: THE EXECUTION AND FILING OF THIS DOCUMENT WILL CAUSE THE MEMBER(S) TO BE PERSONALLY LIABLE FOR THE DEBTS, OBLIGATIONS AND LIABILITIES FOR THE LIMITED LIABILITY COMPANY TO THE SAME EXTENT AS A GENERAL PARTNER OF A GENERAL PARTNERSHIP. CONSULT AN ATTORNEY.

16. Other Provisions: _____

11/27/18

Signature Date

CEO

Signer's Capacity (if other than individual capacity)

[Signature]
Signature

DANIEL L. TIMM

Name (printed or typed)

Exhibit D

Management Biographies

James Hyde – Chief Executive Officer

James Hyde brings more than 20 years of experience in telecommunications and digital infrastructure to ExteNet as well as deep expertise in operations, general management and sales.

Prior to joining ExteNet, Mr. Hyde served as President of Prepaid Group, Wholesale, Affiliates and Strategic Partnerships at Sprint, where he led the company's efforts to build out its MVNO and prepaid services businesses. Mr. Hyde also ran a number of other business units at Sprint including Boost Mobile, Virgin Mobile, and Assurance Wireless.

Previously, Mr. Hyde was the Executive Chairman at Fastback Networks, a wireless backhaul solutions provider. Earlier in his career, Mr. Hyde held management and board director roles at GPS Industries, Lumos Networks, NTELOS Holdings and T-Mobile UK.

Mr. Hyde graduated from Arizona State University with a Bachelor of Science degree in Finance and was a member of the 1988 U.S. Olympic weightlifting team. He has been active in several industry associations including Competitive Carriers Association (CCA) and CTIA where he previously served in various leadership roles.

Richard Coyle, Executive Vice President and Chief Operating Officer

Richard Coyle has over twenty years of growing and improving the operational, financial and market position of businesses.

Prior to his role with ExteNet, Mr. Coyle served as Operating Partner for Fiber at Digital Bridge Holdings LLC, where was responsible for executing the firm's investments in global fiber networks and lending his operations expertise to the businesses. Previously, Mr. Coyle served as Senior Vice President of Network Operations at Wilcon, a fiber and data center infrastructure solutions provider, where he built the company into a leading fiber provider for Los Angeles-serving enterprises, carriers and dark fiber customers.

Before joining Wilcon, Mr. Coyle was Senior Vice President of Operations at Zayo Group where he led operations for their metro fiber networks throughout the United States. He has also held management roles at American Fiber Systems, IDACOMM and Sierra Pacific Resources.

Mr. Coyle graduated from City University of New York-Queens College with a degree in Accounting.

Daniel L. Timm – Executive Vice President and Chief Financial Officer

Dan Timm is an experienced senior executive, bringing to ExteNet a combination of investor perspective and managerial capabilities across all functional areas, with a record of demonstrated success in many growing companies. Throughout his career, Dan has built and led management teams, effectively managed relationships with all stakeholders, and played key roles in corporate acquisitions, divestitures, recapitalizations and IPOs. He has significant experience across a broad spectrum of industries, including communications services and infrastructure, contract

electronics manufacturing, food processing, transaction processing, business process outsourcing, healthcare services, IT services, and specialty pharmaceuticals.

Prior to joining ExteNet, Dan was an operating partner with GTCR Golder Rauner, where he was a director for numerous companies (public and private, large and small), acting as GTCR's primary interface with senior company executives and other constituents. He also has served as SVP and CFO of Chatham Technologies, president and director of The Bruss Company, and senior associate at Ridge Capital (a middle market focused private equity firm). He began his career at PricewaterhouseCoopers, advancing to manager of M&A consulting.

Dan earned an MBA in Finance from the University of Chicago, a BS in Accountancy from the University of Illinois-Urbana and is a CPA.

Andrew G. Chavez - Senior Vice President, Sales & Marketing

Andrew Chavez currently is the Senior Vice President of Sales & Marketing for ExteNet Systems. In this role, he is responsible for setting strategy, new business development and managing the overall client relationships for the Sales & Marketing team.

Andy joined ExteNet Systems in April 2013 and prior to that, led the North American Customer Business Team for Nokia Siemens Networks. Andy brings with him more than 20 years of experience in the telecommunications industry.

Exhibit E

Financial Information

CONFIDENTIAL - PROVIDED UNDER SEAL

Exhibit F

Sworn Pre-Filed Testimony

**BEFORE THE
TENNESSEE PUBLIC UTILITY COMMISSION
NASHVILLE, TENNESSEE**

Application of)
)
)

EXTENET ASSET ENTITY, LLC)
)

for a Certificate of Public Convenience and)
Necessity to Provide Competing)
Local Exchange and Interexchange)
Telecommunications Services in the)
State of Tennessee)
)

Docket No. _____

PRE-FILED TESTIMONY OF H. ANTHONY LEHV

I, H. Anthony Lehv, do hereby testify as follows in support of the application of ExteNet Asset Entity, LLC ("EAE") for a Certificate of convenience and necessity as a competing telecommunications services provider to provide telecommunication services throughout the State of Tennessee.

Q: Please state your full name, business address, and position.

A: My name is H. Anthony Lehv. My title is Secretary and General Counsel for EAE. My business address is 3030 Warrenville Road, Suite 340, Lisle, IL 60532.

Q: Please briefly describe your duties.

A: I am responsible for various legal and regulatory matters for ExteNet Systems, Inc. ("ESI") and its subsidiaries, including EAE. I preside over all legal and regulatory matters for ESI

and EAE. In total I have more than 20 years of experience in the telecommunications

Q: Please describe your business experience and educational background.

A: I earned my law degree from The American University Washington College of Law, and a Bachelor's Degree from the University of Michigan. Prior to my current role, I was most recently a Partner in the telecommunications and real estate practice at Prince, Lobel & Tye, a Boston-based law firm, where I represented tower companies and DAS and small cell providers. I previously served as the General Counsel and Corporate Secretary at NextG Networks through its sale to Crown Castle in 2012. In addition, I was a Senior Vice President and Associate General Counsel with American Tower Corporation from 2001 to 2011. I began my career as an attorney in private practice in Washington, D.C. representing telecommunications and media companies.

Q: Are all statements in EAE's application true and correct to the best of your knowledge, information and belief?

A: Yes.

Q: Please describe the current corporate structure of EAE.

A: EAE is a direct, wholly owned subsidiary of ExteNet Issuer, LLC, which in turn is wholly owned by ExteNet Guarantor, LLC, which in turn is wholly owned by ESI. ESI is a privately held Delaware corporation and a direct, wholly owned subsidiary of Odyssey Acquisition, LLC ("Odyssey"), a Delaware limited liability company. Odyssey is an indirect, wholly owned subsidiary of Mount Royal Holdings, LLC ("Parent"), a Delaware limited liability company. Parent has executive offices located at 750 Park of Commerce Drive, Suite 200, Boca Raton, Florida 33487. Parent has no majority owner, but rather is owned by multiple private equity firms and certain individuals in management of ESI. The current corporate structure is as illustrated in Exhibit A to the above referenced application.

Q: Does EAE possess the requisite managerial, financial, and technical abilities to provide the services for which it has applied for authority?

A: Yes.

Q: Please describe EAE's financial qualifications.

A: As explained in the Application, Applicant possesses the financial qualifications necessary to conduct its telecommunications operations. Given that Applicant is a newly created entity, for purposes of this Application, Applicant will rely on the financial statements of its parent, ESI, to demonstrate Applicant's financial qualification to operate within the State of Tennessee. The most recent audited consolidated financial statements of ESI are provided under seal as Exhibit E.

Q: Please describe EAE's managerial and technical qualifications.

A: EAE is technically and managerially qualified to provide competitive local exchange and interexchange services in Tennessee. EAE has access to a great depth of experience in the telecommunications industry through its parent company, ESI, which will provide extensive telecommunications business, technical, and managerial expertise to EAE. ESI's technical and managerial personnel are also well qualified to direct EAE's provisioning, delivery, billing and customer service for the proposed services. A description of the background of ESI's key personnel, which demonstrates the extensive managerial experience available to EAE, is attached hereto as Exhibit D.

Q: What services will EAE offer?

A: EAE seeks statewide authority to provide competing local exchange telecommunications services in Tennessee. As a result of certain internal changes, ESI will assign to EAE, and EAE will thereafter, operate certain network infrastructure and related assets, including ESI's customer accounts and contracts, antennas, fiber and other telecommunications equipment,

with which EAE will serve the wireless service provider (“WSPs”) customers which are parties to the assigned contracts (the “*Pro Forma* Assignment”). Following the *Pro Forma* Assignment, EAE will primarily provide service and networks targeted to WSPs. ESI will continue to operate under its existing certificate and will focus on continuing to develop, sell, and construct new distributed networks and providing “lit” services to commercial users and new services. EAE will continuously monitor and maintain a high level of control over its network on a 24-hours-a-day, 7-days-a-week basis.

Q: Will EAE offer service to all consumers within its service area?

A: As discussed above, EAE will serve WSP customers which are parties to the assigned contracts.

Q: Does EAE plan to offer local exchange telecommunications services in areas served by any incumbent local exchange telephone company with fewer than 100,000 total access lines?

A: EAE seeks authority to provide local exchange services in all service territories that are open to competition. EAE exchanges will mirror the exchange of the incumbent local exchange carrier in whose service territory EAE will provide service. EAE seeks authority to provide interexchange services statewide.

Q: Will the granting of a certificate of convenience and necessity to EAE serve the public interest?

A: Granting this Application will promote the public interest by increasing competition in the provision of telecommunications services in the State of Tennessee. Applicant has experience in providing competitive and innovative products through its parent, ESI, and Applicant will offer similar services at the same rates and on the same terms and conditions as currently provided by ESI (subject to future changes pursuant to applicable law and contract provisions) following grant of the requested CPCN (and approval of the transfer of assets

from ESI). EAE will also offer other point-to-point telecommunications services. Given that

EAE and ESI share the same management team, EAE's customers will benefit from that

team's knowledge and experience in the Tennessee market. EAE expects to offer customers a wide array of services, thus providing Tennessee consumers greater choice for innovative and technologically advanced telecommunications services, high quality customer service, and competitive prices. EAE will operate its networks and offer services designed to meet the individual needs of its WSP customers in providing high quality services to their end user customers in an efficient and cost-effective manner. EAE agrees to adhere to all state laws and all Commission policies, rules and orders.

Brian Kirk
Deputy General Counsel
ExteNet Asset Entity, LLC
3030 Warrenville Road, Suite 340
Lisle, IL 60532
630-505-3811 (tel)
bkirk@extenetsystems.com

Customer Service Contact

Matt Simpson
Executive Director, Network Operations
ExteNet Systems, Inc.
3030 Warrenville Rd., Suite 340
Lisle, IL 60532
Tel: (630) 799-6807
msimpson@extenetsystems.com

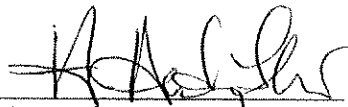
Q: Please explain in detail EAE's proposed procedures for responding to information requests from the TPUC and its staff.

A: Information requests related to this Application should be directed to our counsel set forth in the Application, with a copy to me. Together we will prepare a response and ensure the response is filed promptly and by any deadline set by staff. Following certification, information requests should be directed to me. I will ensure that the response is filed promptly and by any deadline set by staff.

Q: Does this conclude your testimony?

A: Yes.

I swear that the foregoing testimony is true and correct to the best of my knowledge.



H. Anthony Lehv
Secretary & General Counsel
ExteNet Asset Entity, LLC

Respectfully submitted this 7th day of February, 2019.



Notary Public

State of Illinois

County of DuPage

My commission expires 1/23/2020



EXHIBIT G

**Small and Minority-Owned Telecommunications
Business Participation Plan**

ExteNet Asset Entity, LLC

**SMALL AND MINORITY-OWNED TELECOMMUNICATIONS
BUSINESS PARTICIPATION PLAN**

Pursuant to T.C.A. §65-5-112, as amended, ExteNet Asset Entity, LLC (“EAE” submits this small and minority-owned Telecommunications business participation plan (the “Plan”) along with its Application for a Certificate of Public Convenience and Necessity to provide competing intrastate and local exchange services in Tennessee.

I. PURPOSE

The purpose of §65-5-112 is to provide opportunities for small and minority-owned businesses to provide goods and services to Telecommunications service providers. EAE is committed to the goals of §65-5-112 and to taking steps to support the participation of small and minority-owned Telecommunications businesses in the Telecommunications industry. EAE will endeavor to provide opportunities for small and minority-owned Telecommunications businesses to compete for contracts and subcontracts for goods and services. As part of its procurement process, EAE will make effort to identify and inform minority-owned and small businesses that are qualified and capable of providing goods and services to EAE of such opportunities. EAE’s representatives intends to contact the Department of Economic and Community Development, the administrator of the small and minority-owned Telecommunications assistance program, to obtain a list of qualified vendors. Moreover, EAE will seek to increase awareness of such opportunities so that companies not otherwise identified will have sufficient information to participate in the procurement process.

II. DEFINITIONS

As defined in § 65-5-112.

Minority-Owned Business. Minority-owned business shall mean a business which is solely owned, or at least fifty-one percent (51%) of the assets or outstanding stock of which is owned, by an individual who personally manages and controls daily operations of such

business, and who is impeded from normal entry into the economic mainstream because of race, religion, sex or national origin and such business has annual gross receipts of less than four million dollars (\$4,000,000).

Small Business. Small Business shall mean a business with annual gross receipts of less than four million dollars (\$4,000,000).

III. ADMINISTRATION

EAE's Plan will be overseen and administered by the individual named below, hereinafter referred to as the Administrator, who will be responsible for carrying out and promoting EAE's full efforts to provide equal opportunities for small and minority-owned businesses. The Administrator of the Plan will be:

Effie Kyroudis
V.P. Human Resources
ExteNet Asset Entity, LLC
3030 Warrenville Road, Suite 340
Lisle, IL 60532
630-245-4362 (tel)
ekyroudis@extenetsystems.com

Applicant intends the Administrator's responsibilities to include:

- (1) Maintaining an updated Plan in full compliance with §65-5-112 and the rules and orders of the Tennessee Public Utility Commission.
- (2) Establishing and developing policies and procedures necessary for the successful implementation of the Plan.
- (3) Preparing and submitting such forms as may be required by the Tennessee Regulatory Authority, including the filing of required annual updates.
- (4) Serving as the primary liaison to and cooperate with the Tennessee Public Utility Commission, other agencies of the State of Tennessee, and small and minority-owned businesses to locate and use qualified small and minority-owned businesses as defined in §65-5-112.
- (5) Searching for and developing opportunities to use small and minority-owned businesses and encouraging such businesses to participate in and bid on contracts and subcontracts.

- (6) Providing records and reports and cooperating in any authorized surveys as required by the Tennessee Public Utility Commission.
- (7) Establishing a record-keeping system to track qualified small and minority-owned businesses and efforts to use such businesses.
- (8) Providing information and educational activities to persons within EAE and training such persons to seek out, encourage, and promote the use of small and minority-owned businesses.

In performance of these duties, the Administrator will utilize a number of resources, including:

Chambers of Commerce
The Tennessee Department of Economic and Community Development
The United States Department of Commerce
Small Business Administration
Office of Minority Business
The National Minority Supplier Development Council
The National Association of Women Business Owners
The National Association of Minority Contractors
Historically Black Colleges, Universities, and Minority Institutions

The efforts through which Applicant intends to promote and ensure equal opportunities for small and minority-owned businesses are primarily spelled out in the Administrator's duties above. Additional efforts to provide opportunities to small and minority-owned businesses will include offering, where appropriate and feasible, small and minority-owned businesses assistance with technical, insurance, bonding, licensing, production, and deadline requirements.

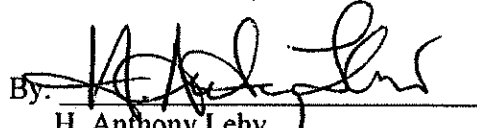
IV. RECORDS AND COMPLIANCE REPORTS

EAE will maintain records of qualified small and minority-owned business and efforts to use the goods and services of such businesses. In addition, EAE will maintain

records of educational and training activities conducted or attended and of the internal procurement procedures adopted to support this plan.

EAE will submit records and reports required by the Tennessee Public Utility Commission concerning the Plan. Moreover, EAE will cooperate fully with any surveys and studies required by the Tennessee Public Utility Commission.

ExteNet Asset Entity, LLC

By: 
H. Anthony Lehv
Secretary and General Counsel

Dated: 02/07/19

EXHIBIT H

Notice of Application and Certificate of Service

**BEFORE THE
TENNESSEE PUBLIC UTILITY COMMISSION
NASHVILLE, TENNESSEE**

Application of)
)
)

EXTENET ASSET ENTITY, LLC)
)

for a Certificate of Public Convenience and)
Necessity to Provide Competing)
Local Exchange and Interexchange)
Telecommunications Services in the)
State of Tennessee)
)

Docket No. _____

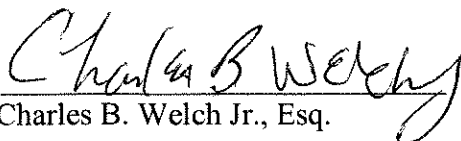
NOTICE OF FILING

TO: ALL INCUMBENT LOCAL EXCHANGE CARRIERS (ILECS)

PLEASE TAKE NOTICE, that in accordance with the Tennessee Public Utility Commission Rules for the Provision of Competitive Intrastate Telecommunications Services, you are hereby given notice that on February 13, 2019, ExteNet Asset Entity, LLC, filed an Application for a Certificate of Public Convenience and Necessity to Provide Competing Local Exchange and Interexchange Telecommunications Services in the State of Tennessee.

This 13th day of February, 2019.

FARRIS BOBANGO PLC

By: 
Charles B. Welch Jr., Esq.

CERTIFICATE OF SERVICE

The undersigned hereby certifies that a copy of the Notice of Filing of the Application of ExteNet Asset Entity, LLC, for Authority to Provide Competing Local Exchange and Interexchange Service was served upon the following parties of record by depositing a copy of same in the United States Mail, First Class, Postage Prepaid, to their last known address as follows:

Ardmore Telephone Company

237 N. 8th Street
Mayfield, KY 42066

CenturyTel of Adamsville

P.O. Box 680644
Franklin, TN 37068

Century Tel of Ooltewah-Collegedale

P.O. Box 680644
Franklin, TN 37068

Crockett Telephone Company

P.O. Box 24207
Jackson, MS 39225

Frontier Communications of the Volunteer State

5003 S. Miami Blvd., Suite 300
Durham, NC 27703

Loretto Telephone Company

P.O. Box 130
Loretto, TN 38469

Peoples Telephone Company

P.O. Box 24207
Jackson, MS 39225

Tennessee Telephone Company

P.O. Box 22995
Knoxville, TN 37933

United Telephone Southeast, LLC

P.O. Box 680644
Franklin, TN 37068

BellSouth Telecommunications, LLC

333 Commerce Street
Nashville, TN 37201-3300

CenturyTel of Claiborne

P.O. Box 680644
Franklin, TN 37068

Concord Telephone Exchange, Inc.

P.O. Box 22995
Knoxville, TN 37933-0995

Frontier Communications of Tennessee

5003 S. Miami Blvd., Suite 300
Durham, NC 27703

Humphreys County Telephone Company

P.O. Box 22995
Knoxville, TN 37933

Millington Telephone Company, Inc.

4880 Navy Road
Millington, TN 38053

Tellico Telephone Company

P.O. Box 22995
Knoxville, TN 37933

United Telephone Company, Inc.

P.O. Box 38
Chapel Hill, TN 37034

West Tennessee Telephone Co.

P.O. Box 24207
Jackson, MS 39225

This the 13th day of February, 2019.

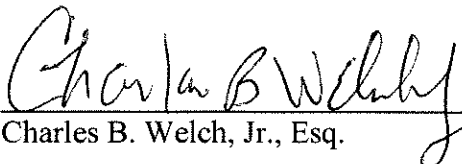

Charles B. Welch, Jr., Esq.

EXHIBIT I

Numbering Issues

EXHIBIT I

Numbering Issues

Please provide answers to the following questions concerning numbering within your proposed service areas.

1. What is your company's expected demand for NXXs per NPA within a year of approval of your application?

Not applicable, as Applicant does not intend to provide voice services at this time.

2. How many NXXs do you estimate that you will request from NANPA when you establish your service footprint?

Not applicable, as Applicant does not intend to provide voice services at this time.

3. When and in what NPA do you expect to establish your service footprint?

Not applicable, as Applicant does not intend to provide voice services at this time.

4. Will the company sequentially assign telephone numbers within NXXs?

Not applicable, as Applicant does not intend to provide voice services at this time.

5. What measures does the company intend to take to conserve Tennessee numbering resources?

Not applicable, as Applicant does not intend to provide voice services at this time.

6. When ordering new NXXs for growth, what percentage fill of an existing NXX does the company use to determine when a request for a new NXX will be initiated?

~~company use to determine when a request for a new NXX will be initiated?~~

EXHIBIT J

Tennessee Specific Operational issues

EXHIBIT J

Tennessee Specific Operational Issues

Please provide answers to the following questions concerning Tennessee Specific Operational Issues.

1. How does the company intend to comply with TCA §65-21-114? In its description, please explain technically how the company will not bill for countywide calls within Tennessee.

Not applicable, as Applicant does not intend to provide voice services at this time.

2. Is the company aware of the Tennessee County Wide Calling database maintained by BellSouth and the procedures to enter your telephone numbers in the database?

Yes.

3. Is your company aware of the local calling areas provided by the Incumbent Local Exchange Carriers in your proposed service areas?

Yes.

4. Explain the procedures that will be implemented to assure that your customers will not be billed long distance charges for calls within the metro calling areas.

Not applicable, as Applicant does not intend to provide voice services at this time.

5. Please provide the name and telephone number of an employee of your company that will be responsible to work with the TPUC on resolving customer complaints.

**Matt Simpson
Executive Director, Network Operations
ExteNet Systems, Inc.
3030 Warrenville Rd., Suite 340
Lisle, IL 60532
Tel: (630) 799-6807
msimpson@extenetsystems.com**

6. Does the company intend to telemarket its services in Tennessee? If yes, is the

Verification

STATE OF ILLINOIS

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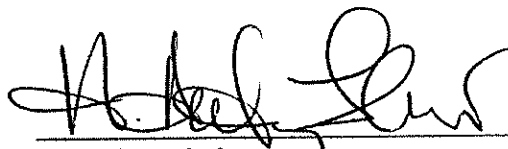
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COUNTY OF DU PAGE

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VERIFICATION

I, H. Anthony Lehv, state that I am the Secretary and General Counsel of ExteNet Asset Entity, LLC ("EAE"); that I am authorized to make this Verification on behalf of EAE; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to the Company are true and correct to the best of my knowledge, information, and belief.



H. Anthony Lehv
Secretary and General Counsel
ExteNet Asset Entity, LLC

Sworn and subscribed before me this 7th day of February, 2019.



Notary Public

My commission expires 1/23/2020

